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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re:	:
	:
DELPHI CORPORATION, et al.,	: Chapter 11
	: Case No. 05-44481 [RDD]
	:
Debtors.	: Jointly Administered
	:
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**JOINT STIPULATION AND AGREED ORDER  
COMPROMISING AND ALLOWING PROOF OF CLAIM NUMBER 2377  
(FUJITSU TEN CORP. OF AMERICA,  
JPMORGAN CHASE BANK, N.A., TPG CREDIT OPPORTUNITIES  
FUND, L.P., AND TPG CREDIT OPPORTUNITIES INVESTORS, L.P.)**

Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, including Delphi Automotive Systems LLC ("DAS LLC"), debtors and debtors-in-possession in the above-captioned cases (the "Debtors"), Fujitsu Ten Corp. of America ("FTCA"), JPMorgan Chase Bank, N.A. ("Chase"), TPG Credit Opportunities Fund, L.P. ("TPGF") and TPG Credit Opportunities Investors, L.P. ("TPGI"), respectfully submit this Joint Stipulation and Agreed Order Compromising and Allowing Proof Of Claim

Number 2377 (the "Stipulation") and agree and state as follows:

**WHEREAS**, on October 8, 2005 (the "Petition Date"), the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended, in the United States Bankruptcy Court for the Southern District of New York; and

**WHEREAS**, on March 22, 2006, FTCA filed proof of claim number 2377 against DAS LLC asserting an unsecured non-priority claim in the amount of \$5,504,674.99 (the "Claim"); and

**WHEREAS**, on April 4, 2007, FTCA partially transferred the Claim to Chase pursuant to, among other documents, a Notice of Transfer (Docket No. 7571); and

**WHEREAS**, on May 15, 2008, Chase partially transferred its interest in the Claim to TPGL, pursuant to, among other documents, a Notice of Transfer (Docket No. 13612); and

**WHEREAS**, on May 15, 2008, Chase transferred the remainder of its interest in the Claim to TPGF, pursuant to, among other documents, a Notice of Transfer (Docket No. 13613) (the "TPGF Notice of Transfer"); and

**WHEREAS**, on May 29, 2008, Chase amended the TPGF Notice of Transfer (Docket No. 13690); and

**WHEREAS**, on August 24, 2007, the Debtors objected to the Claim pursuant to the Debtors' Twentieth Omnibus Objection Pursuant To 11 U.S.C. Section 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Duplicate And Amended Claims, (B)

Insufficiently Documented Claims, (C) Claims Not Reflected On Debtors' Books And Records, (D) Untimely Claim, And (E) Claims Subject To Modification, Tax Claims Subject To Modification, Modified Claims Asserting Reclamation, Consensually Modified And Reduced Tort Claims, And Lift Stay Procedures Claims Subject To Modification (Docket No. 9151) (the "Twentieth Omnibus Claims Objection"); and

**WHEREAS**, on September 19, 2007, FTCA filed a Response To Debtors' Twentieth Omnibus Claims Objection (Docket No. 9403) (the "Response"); and

**WHEREAS**, on October 27, 2008, to resolve the Twentieth Omnibus Claims Objection with respect to the Claim, DAS LLC, FTCA, TPGI, TPGF and Chase entered into a settlement agreement (the "Settlement Agreement"); and

**WHEREAS**, pursuant to the Settlement Agreement, DAS LLC acknowledges and agrees that the Claim shall be allowed against DAS LLC in the amount of \$5,292,793.00 as a general unsecured non-priority claim; and

**WHEREAS**, DAS LLC is authorized to enter into the Settlement Agreement either because the Claim involves ordinary course controversies or pursuant to that certain Order Under 11 U.S.C. §§ 363, 502, And 503 And Fed. R. Bankr. P. 9019(b) Authorizing Debtors To Compromise Or Settle Certain Classes Of Controversy And Allow Claims Without Further Upon Court Approval (Docket No. 4414) entered by this Court on June 29, 2006.

**NOW, THEREFORE**, in consideration of the foregoing, the Debtors, FTCA, TPGI, TPGF and Chase stipulate and agree as follows:

1. The Claim shall be allowed in the amount of \$5,292,793.00 and shall

be treated as an allowed general unsecured non-priority claim against DAS LLC. The Claim shall be allocated as follows: (1) TPGF shall hold a \$2,434,684.78 portion of the Claim; and (2) TPGI shall hold a \$2,858,108.22 portion of the Claim.

2. Without further order of the Court, DAS LLC is authorized to reduce the Claim for purposes of distribution to holders of allowed claims entitled to receive distributions under any plan of reorganization of the Debtors to the extent that amounts comprising the Claim are paid to FTCA as cure payments made on account of the assumption, pursuant to section 365 of the Bankruptcy Code, of an executory contract or unexpired lease to which FTCA is a party.

3. The Twentieth Omnibus Claims Objection, solely as it relates to the Claim, and the Response are hereby withdrawn.

Dated: New York, New York  
October 27, 2008

DELPHI CORPORATION, et al.,  
Debtors and Debtors-in-Possession,  
By their Bankruptcy Conflicts Counsel,  
TOGUT, SEGAL & SEGAL LLP,  
By:

/s/ Neil Berger

NEIL BERGER (NB-3599)  
A Member of the Firm  
One Penn Plaza, Suite 3335  
New York, New York 10119  
(212) 594-5000

Dated: Valley Cottage, New York  
September, 2008

TPG CREDIT OPPORTUNITIES FUND, L.P.

and TPG CREDIT OPPORTUNITIES  
INVESTORS, L.P.  
By its Counsel,  
MANDEL, KATZ & BROSNAN LLP,

/s/ Siu Lan Chan  
SIU LAN CHAN (SC-4174)  
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210 Route 303  
Valley Cottage, New York 10989  
(845) 639-7800

**[Signatures concluded on following page]**

Dated: Bloomfield Hills, Michigan  
October 21, 2008

FUJITSU TEN CORP. OF AMERICA,  
By its Counsel,  
CARSON FISCHER, P.L.C.,

/s/ Robert A. Weisberg  
ROBERT A. WEISBERG  
CHRISTOPHER A. GROSMAN  
4111 Andover Road West, 2<sup>nd</sup> Floor  
Bloomfield Hills, Michigan 48302  
(248) 644-4840

Dated: New York, New York  
September \_\_, 2008

JPMORGAN CHASE BANK,  
By its Counsel,  
K&L GATES LLP  
By,

/s/ Steven H. Epstein  
STEVEN H. EPSTEIN  
599 Lexington Avenue  
New York, NY 10022-6030  
(212) 536-3900

**SO ORDERED**

This 6th day of November, 2008  
in New York, New York

/s/Robert D. Drain  
HONORABLE ROBERT D. DRAIN  
UNITED STATES BANKRUPTCY JUDGE